

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DPH HOLDINGS CORP., et al. : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On January 11, 2011, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and Okaloosa County Tax Collector Disallowing and Expunging the Administrative Expense Claim Asserted in the Request for Payment of an Administrative Expense by The Okaloosa County Tax Collector for 2006 Ad Valorem Taxes at Docket Number 7588 (Okaloosa County Tax Collector) (Docket No. 21048) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and Itautec America, Inc. (I) Withdrawing Reorganized Debtors' Forty-Fourth Omnibus Claims Objection with Respect to Proof of Claim Number 10811 and (II) Providing Itautec America, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) (Docket No. 21049) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors, Texas Foundries Ltd., and JPMorgan Chase Bank, N.A. Compromising and Allowing Proof of Claim Number 1773 (Texas Foundries Ltd. and JPMorgan Chase Bank, N.A.) (Docket No. 21050) [a copy of which is attached hereto as Exhibit E]

- 4) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 (I) Disallowing and Expunging Proof of Claim Number 10393, (II) Compromising and Allowing Proof of Claim Number 10123, and (III) Resolving Receivable Allegedly Owed to a Predecessor of the Reorganized Debtors ("Claims Objection Order Regarding Heraeus Entities, Contrarian Funds, LLC, and Liquidity Solutions, Inc.") (Docket No. 21052) [a copy of which is attached hereto as Exhibit F]
- 5) Joint Stipulation and Agreed Order Between Reorganized Debtors and the Carquest Corporation Withdrawing Proof of Administrative Expense Claim Number 19132 (The Carquest Corporation) (Docket No. 21054) [a copy of which is attached hereto as Exhibit G]

On January 11, 2011, I caused to be served the document listed below upon the party listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation and Agreed Order Between Reorganized Debtors and Okaloosa County Tax Collector Disallowing and Expunging the Administrative Expense Claim Asserted in the Request for Payment of an Administrative Expense by The Okaloosa County Tax Collector for 2006 Ad Valorem Taxes at Docket Number 7588 (Okaloosa County Tax Collector) (Docket No. 21048) [a copy of which is attached hereto as Exhibit C]

On January 11, 2011, I caused to be served the document listed below upon the parties listed on Exhibit I hereto via postage pre-paid U.S. mail:

- 7) Joint Stipulation and Agreed Order Between Reorganized Debtors and Itautec America, Inc. (I) Withdrawing Reorganized Debtors' Forty-Fourth Omnibus Claims Objection with Respect to Proof of Claim Number 10811 and (II) Providing Itautec America, Inc. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) (Docket No. 21049) [a copy of which is attached hereto as Exhibit D]

On January 11, 2011, I caused to be served the document listed below upon the parties listed on Exhibit J hereto via postage pre-paid U.S. mail:

- 8) Joint Stipulation and Agreed Order Between Reorganized Debtors, Texas Foundries Ltd., and JPMorgan Chase Bank, N.A. Compromising and Allowing Proof of Claim Number 1773 (Texas Foundries Ltd. and JPMorgan Chase Bank, N.A.) (Docket No. 21050) [a copy of which is attached hereto as Exhibit E]

On January 11, 2011, I caused to be served the document listed below upon the parties listed on Exhibit K hereto via postage pre-paid U.S. mail:

- 9) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 (I) Disallowing and Expunging Proof of Claim Number 10393, (II) Compromising and Allowing Proof of Claim Number 10123, and (III) Resolving Receivable Allegedly Owed to a Predecessor of the Reorganized Debtors ("Claims Objection Order Regarding Heraeus Entities, Contrarian Funds, LLC, and Liquidity Solutions, Inc.") (Docket No. 21052) [a copy of which is attached hereto as Exhibit F]

On January 11, 2011, I caused to be served the document listed below upon the parties listed on Exhibit L hereto via postage pre-paid U.S. mail:

- 10) Joint Stipulation and Agreed Order Between Reorganized Debtors and the Carquest Corporation Withdrawing Proof of Administrative Expense Claim Number 19132 (The Carquest Corporation) (Docket No. 21054) [a copy of which is attached hereto as Exhibit G]

Dated: January 14, 2011

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 14th day of January, 2011, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

EXHIBIT A

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND OKALOOSA COUNTY TAX COLLECTOR DISALLOWING
AND EXPUNGING THE ADMINISTRATIVE EXPENSE CLAIM ASSERTED
IN THE REQUEST FOR PAYMENT OF AN ADMINISTRATIVE EXPENSE
BY THE OKALOOSA COUNTY TAX COLLECTOR FOR 2006
AD VALOREM TAXES AT DOCKET NUMBER 7588

(OKALOOSA COUNTY TAX COLLECTOR)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Okaloosa County Tax Collector (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Okaloosa County Tax Collector Disallowing And Expunging The Administrative Expense Claim Asserted In The Request For Payment Of An Administrative Expense By The Okaloosa County Tax Collector For 2006 Ad Valorem Taxes At Docket Number 7588 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on April 6, 2007, the Claimant filed the Request For Payment Of An Administrative Expense By The Okaloosa County Tax Collector For 2006 Ad Valorem Taxes (Docket No. 7588) (the "Motion") asserting an unliquidated administrative expense priority claim for 2006 ad valorem taxes against Delphi (the "Claim").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on May 4, 2010, the Reorganized Debtors' objected to the Claim pursuant to the Reorganized Debtors' Forty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Feb. R. Bankr. 3007 To Disallow And Expunge (A) Certain Books And Records Claims And (B) Certain Duplicate Claims Asserted In Motions Or Requests For Payment Of Administrative Expense (Docket No. 19976) (the "Forty-Eighth Omnibus Claims Objection").

WHEREAS, on June 22, 2010, the Claimant filed the Limited Response of Okaloosa County Tax Collector To Reorganized Debtors' Forty-Eighth Omnibus Objection To Claims (Docket No. 20263) (the "Response").

WHEREAS, the obligations asserted in the Motion and the Claim have been satisfied in full and no further amounts are owed to the Claimant on account of the Motion or the Claim.

WHEREAS, to resolve the Forty-Eighth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that (i) the Claim will be disallowed and expunged in its entirety and (ii) the Motion will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim is hereby disallowed and expunged in its entirety.
2. The Motion is hereby deemed withdrawn with prejudice.

3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 29th day of December, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
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/s/ Harold S. Berzow

Harold S. Berzow
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Attorneys for Okaloosa County

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT D

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<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
: .
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
: .
Reorganized Debtors. : (Jointly Administered)
: .
----- x

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS
AND ITAUTEC AMERICA, INC. (I) WITHDRAWING REORGANIZED DEBTORS'
FORTY-FOURTH OMNIBUS CLAIMS OBJECTION WITH RESPECT TO PROOF OF
CLAIM NUMBER 10811 AND (II) PROVIDING ITAUTEC AMERICA, INC. AN ALLOWED
GENERAL UNSECURED NON-PRIORITY CLAIM PURSUANT TO 11 U.S.C. § 502(h)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases, including DPH-DAS LLC, (collectively, the “Reorganized Debtors”) and Itautec America, Inc. (“Itautec”), respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors and Itautec America, Inc. (I) Withdrawing Reorganized Debtors’ Forty-Fourth Omnibus Claims Objection With Respect To Proof Of Claim Number 10811 and (II) Providing Itautec America, Inc. An Allowed General Unsecured Non-Priority Claim Pursuant To 11. U.S.C. § 502(h) (the “Stipulation”), and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S. C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 25, 2006, Itautec filed proof of claim number 10811 against DAS LLC asserting a secured claim in the amount of \$233,735.39 arising from certain goods sold and alleged cancellation claims (the “Proof of Claim”).

WHEREAS, on January 11, 2008, the Debtors and Itautec entered into a Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 10811 (Itautec America, Inc.) (Docket No. 12067) (the “2008 Stipulation”) whereby, among other things, the Proof of Claim was allowed as a general unsecured non-priority claim in the amount of \$233,753.69 against the estate of DAS LLC.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.” Modified Plan, art. 9.6.

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and cause of action asserted in the Complaint (as defined below) and to settle, release or compromise such claims and cause of action without further approval of this Court.

WHEREAS, on February 3, 2010, the Reorganized Debtors objected to the Proof of Claim pursuant to the Reorganized Debtors' Forty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And (d) And Fed. R. Bankr. P. 3007 To (I) Modify And Allow (A) Certain Modified And Allowed Claims, (B) A Partially Satisfied Claim, And (C) Certain Partially Satisfied Scheduled Liabilities, (II) Disallow And Expunge (A) Certain Fully Satisfied Scheduled Liabilities, (B) Certain MDL-Related Claims, (C) Certain Union Claims, (D) Certain Personal Injury Claims, And (E) A Duplicate Claim, (III) Object To Certain (A) Preference-Related Claims And (B) Preference-Related Scheduled Liabilities, And (IV) Modify Certain SERP-Related Scheduled Liabilities (Docket No. 19395) (the "Forty-Fourth Omnibus Claims Objection").

WHEREAS, on March 12, 2010, Itautec filed Itautec America, Inc.'s Response to Reorganized Debtors' Forty-Fourth Omnibus Claims Objection (Docket No. 19653) (the "Response").

WHEREAS, on or about September 26, 2007, the Reorganized Debtors commenced an adversary proceeding (the "Adversary Proceeding") by filing a complaint ("the Complaint") to avoid and recover certain amounts (the "Transfers") from Itautec.

WHEREAS, the Reorganized Debtors and Itautec entered into a settlement agreement dated as of December 30, 2010 (the "Settlement Agreement") to resolve the Adversary Proceeding with respect to the alleged Transfers, pursuant to which the Reorganized Debtors and Itautec agreed, *inter alia*, that (i) the Reorganized Debtors would withdraw the Forty-Fourth Omnibus Claims Objection with prejudice with respect to the Proof of Claim and (ii) the Reorganized Debtors would allow Itautec to receive, pursuant to 11 U.S.C. §502(h), an additional allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Itautec stipulate and agree as follows:

1. Upon payment by Itautec to the Reorganized Debtors of the settlement amount set forth in the Settlement Agreement, (a) the Forty-Fourth Omnibus Claims Objection with respect to the Proof of Claim shall be deemed withdrawn with prejudice, resulting in the Proof of Claim being allowed as a general unsecured non-priority claim in the amount of \$233,753.69 against DPH-DAS LLC as set forth in the 2008 Stipulation and (b) the Response shall be deemed withdrawn with prejudice.

2. Also upon payment by Itautec to the Reorganized Debtors of the settlement amount set forth in the Settlement Agreement, pursuant to 11 U.S.C. § 502(h), Itautec shall receive an additional allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan and in the settlement amount set forth in the Settlement Agreement.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

[SEE NEXT PAGE]

So Ordered in White Plains, New York, this 31st day of December, 2010.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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Attorneys for Itautec America, Inc.

-and-

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Attorneys for DPH Holdings, Corp., et al.,
Reorganized Debtors

EXHIBIT E

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Barry N. Seidel
Eric B. Fisher
Katie L. Cooperman

Attorneys for Reorganized Debtors

----- x
:
In re : Chapter 11
:
DPH HOLDINGS CORP., et al. : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
----- x

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, TEXAS FOUNDRIES LTD., AND JPMORGAN CHASE BANK, N.A.
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 1773

(TEXAS FOUNDRIES LTD. AND JPMORGAN CHASE BANK, N.A.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) Texas Foundries Ltd. (“Texas Foundries”), and JPMorgan Chase Bank, N.A. (“JPMorgan” together with Texas Foundries, the “Claimants”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Texas Foundries Ltd., And JPMorgan Chase Bank, N.A. Compromising And Allowing Proof Of Claim Number 1773 (Texas Foundries Ltd. And JPMorgan Chase Bank, N.A.) (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above-captioned cases (collectively, the

“Debtors”) filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on February 3, 2006, JPMorgan filed the Notice Of Transfer Of Claim Pursuant To FRBP Rule 3001(e)(2) (Docket No. 2055), which transferred Texas Foundries’ claim against the Debtors in the amount of \$516,132.52 to JPMorgan.

WHEREAS, on February 3, 2006, JPMorgan filed proof of claim number 1773 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$435,170.30 and a priority claim in the amount of \$80,962.22 (together, the “Claim”) stemming from the sale of goods.

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors’ Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors’ Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the “Twenty-First Omnibus Claims Objection”).

WHEREAS, on October 16, 2007, Texas Foundries filed the Citation Foundry Corp., Castwell Products, Inc., And Texas Foundries, Ltd.’s Response To Debtors’ Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors’ Books And Records, (E) Untimely Claims, And

(F) Claims Subject To Modification, Tax Claim Subject To Modification And Modified Claims Asserting Reclamation (Docket No. 10610) (the “Response”).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.” Modified Plan, art. 9.6.

WHEREAS, on December 14, 2010, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Reorganized Debtors’ Objection To Proof Of Claim No. 1773.

WHEREAS, to resolve the Twenty-First Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$477,527.27 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$477,527.27 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. The Response is hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 31st day of December, 2010

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Katie L. Cooperman

Barry N. Seidel
Eric B. Fisher
Katie L. Cooperman
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Attorneys for Reorganized Debtors

/s/ Marc P. Solomon

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Attorneys for Texas Foundries, Ltd.

/s/ Marc A. Pifko

Marc A. Pifko
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599 Lexington Avenue
New York, New York 10022-6030

Attorneys for JPMorgan Chase Bank, N.A.

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DPH HOLDINGS CORP., et al. : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007
(I) DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER
10393, (II) COMPROMISING AND ALLOWING PROOF OF CLAIM
NUMBER 10123, AND (III) RESOLVING RECEIVABLE ALLEGEDLY
OWED TO A PREDECESSOR OF THE REORGANIZED DEBTORS

("CLAIMS OBJECTION ORDER REGARDING HERAEUS ENTITIES,
CONTRARIAN FUNDS, LLC, AND LIQUIDITY SOLUTIONS, INC.")

Upon the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), by which Delphi Corporation and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), predecessors of DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), objected to proofs of claim numbers 10123 ("Claim 10123") and 10393 ("Claim 10393" together with Claim 10123, the "Claims"), filed by Heraeus Amersil, Inc. aka Heraeus Tenevo ("Heraeus Amersil"),

Heraeus, Inc., Circuit Metals Division aka Heraeus Cermalloy, Inc. and Heraeus, Inc. Cermalloy Division (collectively, "Heraeus Circuit Metals Division"), Heraeus Precious Metals, LLC ("Heraeus Precious Metals"), Heraeus Metal Processing, Inc. ("Heraeus Metal Processing," collectively with Heraeus Amersil, Heraeus Circuit Metals Division, Heraeus Precious Metals, the "Heraeus Entities") and subsequently transferred to Contrarian Funds, LLC ("Contrarian") with respect to Claim 10123, and Liquidity Solutions, Inc. ("LSI" together with Contrarian, the "Transferees") with respect to Claim 10393; and upon the response to the Third Omnibus Claims Objection (Docket No. 5652) (the "Response"); and upon the Reorganized Debtors' Statement Of Disputed Issues With Respect To Proofs Of Claim Numbers 10123 And 10393 (Heraeus Entities) (Docket No. 20246) (the "Statement of Disputed Issues"); and upon Reorganized Debtors' Supplemental Reply With Respect To Proofs Of Claim Numbers 10123 And 10393 (Heraeus Entities) (Docket No. 20554) (the "First Supplemental Reply"); and upon Heraeus' Response To Reorganized Debtors' Supplemental Reply With Respect To Proof Of Claim Numbers 10123 And 10393 (Docket No. 20660) (the "Supplemental Response"); and upon the Reorganized Debtors' Second Supplemental Reply With Respect To Proofs Of Claim Numbers 10123 And 10393 (Heraeus Entities) (Docket No. 20802) (the "Second Supplemental Reply," and together with the Third Omnibus Claims Objection, the Response, the Statement of Disputed Issues, the First Supplemental Reply, and the Supplemental Response, the "Pleadings"); and upon the record of the December 16, 2010 hearing held on the Third Omnibus Claims Objection to proofs of claim numbers 10123 and 10393 after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

A. The Reorganized Debtors claim that Heraeus Precious Metals owes a receivable as set forth in the Claims (the "Receivable") to a predecessor of the Reorganized Debtors for the reasons set forth in the Claims, the First Supplemental Reply, and the Second Supplemental Reply.

B. For the reasons set forth in the Supplemental Response, Heraeus Precious Metals disputes that it owes the Receivable.

C. The Heraeus Entities, the holders of Claim 10123 and Claim 10393 at the time the Third Omnibus Claims Objection was filed, were properly and timely served with a copy of the Third Omnibus Claims Objection, a personalized Notice Of Objection To Claim, a copy of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the proposed order with respect to the Third Omnibus Claims Objection, and the notice of the deadline for responding to the Third Omnibus Claims Objection.

D. The Heraeus Entities submitted the Response to the Third Omnibus Claims Objection.

E. Pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC, among others, dated as of July 30,

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Third Omnibus Claims Objection.

2009, the Receivable is payable to Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC) ("New DAS LLC").

F. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

G. On June 8, 2010, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Numbers 10123 And 10393 (Heraeus Entities) (Docket No. 20232) (the "Notice Of Hearing").

H. On October 14, 2010, the Reorganized Debtors filed the Notice Of Adjournment Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Numbers 10123 And 10393 Filed By The Heraeus Entities (Docket No. 20671) (the "Notice of Adjournment").

I. The Transferees were properly and timely served with a copy of the Notice Of Hearing, and the Transferees and the Heraeus Entities were properly and timely served with a copy of the Notice of Adjournment, the Statement of Disputed Issues, the First Supplemental Reply, and the Second Supplemental Reply.

J. This Court has jurisdiction over the contested matters set forth in the Pleadings pursuant to 28 U.S.C. §§ 157 and 1334. The Pleadings are core proceedings under 28 U.S.C. § 157(b)(2). Venue of these cases and the Pleadings in this district is proper under 28 U.S.C. §§ 1408 and 1409.

K. As set forth in the Supplemental Response, the Heraeus Entities concede that (i) Claim 10393 should be disallowed and expunged in its entirety and (ii) Claim 10123 should be modified to a \$16,688.13 general unsecured non-priority claim against ASEC Manufacturing General Partnership; and, the Transferees have not objected to the disallowance and expungement of Claim 10393 or the modification of Claim 10123.

L. Claim 10393 should be disallowed and expunged in its entirety and Claim 10123 shall be allowed in the amount of \$16,688.13 and shall be treated as an allowed general unsecured non-priority claim against ASEC Manufacturing General Partnership in accordance with the terms of the Modified Plan.

M. Within ten (10) days following the entry of this order, Heraeus Precious Metals shall pay to New DAS LLC, and New DAS LLC shall accept as full and complete satisfaction for the Receivable and any claims or causes of action arising from or relating thereto, the total sum of \$300,000.00 as settlement, and the Setoff Request shall be deemed withdrawn.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

1. Proof of claim number 10393 is hereby disallowed and expunged in its entirety.

2. Proof of claim number 10123 shall be allowed in the amount of \$16,688.13 and shall be treated as an allowed general unsecured non-priority claim against ASEC Manufacturing General Partnership in accordance with the terms of the Modified Plan.

3. Within ten (10) days following the entry of this order, Heraeus Precious Metals shall pay to New DAS LLC, the total sum of \$300,000.00 in full and complete

satisfaction of the Receivable and any claims or causes of action arising from or relating thereto, and the Setoff Request shall be deemed withdrawn.

4. Each party is responsible for their respective costs including, but not limited to, any and all attorneys' fees and expenses incurred in connection with the Claims or the Receivable.

5. The Reorganized Debtors reserve any and all of their rights with respect to any action pending under chapter 5 of the Bankruptcy Code against any of the Heraeus Entities, including, without limitation, any rights under 11 U.S.C. § 502(d).

6. This Court shall retain jurisdiction over the Reorganized Debtors and the holders of claims subject to the Third Omnibus Claims Objection, the First Supplemental Reply and the Second Supplemental Reply to hear and determine all matters arising from the implementation of this order.

7. Kurtzman Carson Consultants LLC is hereby directed to serve this order in accordance with the Claims Objection Procedures Order.

Dated: White Plains, New York
January 5, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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John K. Lyons
Ron E. Meisler

- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

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International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
----- X

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND THE CARQUEST CORPORATION WITHDRAWING PROOF
OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19132

(THE CARQUEST CORPORATION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and The CARQUEST Corporation (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The CARQUEST Corporation Withdrawing Proof Of Administrative Expense Claim Number 19132 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19132 (the "Claim") against DAS LLC asserting an administrative expense priority claim in an unliquidated amount allegedly arising from certain contractual obligations.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 23, 2010, the Claimant filed The CARQUEST Corporation's Response To The Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19557) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to

which the Reorganized Debtors and the Claimant agreed that the Claim will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim is hereby deemed withdrawn with prejudice.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 7th day of January, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
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